

**COMBINED DECLARATION AND POWER OF ATTORNEY
FOR UTILITY PATENT APPLICATION**

As a below-named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below next to my name;

I believe I am the original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention entitled:

FLUID DELIVERY APPARATUS

the specification of which

_____ is attached hereto.

 X was filed on June 30, 1999 as Application Serial No. 09/337,015
and was amended on _____
(If Applicable)

I hereby state that I have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment referred to above.

I acknowledge the duty to disclose information which is material to the examination of this application in accordance with Title 37, Code of Federal Regulations, §1.56(a) which states in relevant part: "Each individual associated with the filing and prosecution of a patent application has a duty of candor and good faith in dealing with the Office, which includes a duty to disclose to the Office all information known to that individual to be material to patentability as defined in this section....The duty to disclose all information known to be material to patentability is deemed to be satisfied if all information known to be material to patentability of any claim issued in a patent was cited by the Office or submitted to the Office in the manner prescribed by §§ 1.97(b)-(d) and 1.98."

I hereby claim foreign priority benefits under Title 35, United States Code, §119 of any foreign application(s) for patent or inventor's certificate as indicated below and have also identified below any foreign application for patent or inventor's certificate on this invention having a filing date before that of the application on which priority is claimed:

Prior Foreign Application(s)

Priority Claimed

| | | | | |
|-------------------|--------------------|---------------------------------|--------------|-------------|
| _____ (Number) | _____ (Country) | _____ (Day/Month/Year Filed) | _____ Yes | _____ No |
|-------------------|--------------------|---------------------------------|--------------|-------------|

I hereby claim the benefit under Title 35, United States Code, §120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of Title 35, United States Code, §112, I acknowledge the duty to disclose material information as defined in Title 37, Code of Federal Regulation, §1.56(a) which occurred between the filing date of the prior application and the national or PCT international filing date of this application:

(Application Serial No.)

(Filing Date)

(Patented, Pending, Abandoned)

I hereby appoint the following attorney(s) and/or agent(s) to prosecute this application and transact all business in the Patent and Trademark Office connected therewith, and to file, prosecute and to transact all business in connection with international applications directed to said invention:

| | |
|-------------------------|--------|
| Paul Davis | 29,294 |
| John J. Bruckner | 35,816 |
| Michael J. Murphy | 37,404 |
| David J. Weitz | 38,362 |
| Kent R. Richardson | 39,443 |
| David J. Abraham | 39,554 |
| U.P. Peter Eng | 39,666 |
| George A. Willman | 41,378 |
| Jinntung Su | 42,174 |
| Travis L. Dodd | 42,491 |
| Barbara B. Courtney | 42,442 |
| Richard L. Gregory, Jr. | 42,607 |
| Van Mahamedi | 42,828 |
| Shantanu Basu | 43,318 |

Address all correspondence to:

Paul Davis
Wilson, Sonsini, Goodrich & Rosati
650 Page Mill Road
Palo Alto, CA 94304

Direct all telephone calls to Paul Davis at (650) 493-9300.

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Title 18, United States Code, §1001 and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of

first inventor:

Edward W. Knowlton

Inventor's signature:

Edward W. Knowlton

Date:

9.24.99

Citizenship:

United States of America

Residence:

5478 Blackhawk Drive, Danville, CA 94506

Post Office Address:

Same as above.

POWER OF ATTORNEY BY ASSIGNEE TO EXCLUSION OF INVENTOR
UNDER 37 C.F.R. § 3.71 WITH REVOCATION OF PRIOR POWERS

The undersigned ASSIGNEE of the entire interest in:

☐ U.S. Patent No. _____
☒ U.S. application no. 09/337,015, filed on June 30, 1999

hereby appoints the following attorneys of Wilson Sonsini Goodrich & Rosati:

| Attorney Name | Reg. No. | Attorney Name | Reg. No. |
|--------------------|----------|--------------------|----------|
| Paul Davis | 29,294 | John J. Bruckner | 35,816 |
| Kent R. Richardson | 39,443 | David J. Weitz | 38,362 |
| David J. Abraham | 39,554 | U.P. Peter Eng | 39,666 |
| George A. Willman | 41,378 | Steven J. Benerofe | 41,613 |
| Travis L. Dodd | 42,491 | | |
| Jinntung Su | 42,174 | Van Mahamedi | 42,828 |
| Barbara Courtney | 42,442 | Richard L. Gregory | 42,607 |

and all Wilson Sonsini Goodrich & Rosati attorneys registered to practice before the United States Patent and Trademark Office, to prosecute this application and transact all business in the United States Patent and Trademark Office in connection therewith and hereby revokes all prior powers of attorney; said appointment to be to the exclusion of the inventors and the inventors' attorneys in accordance with the provisions of 37 C.F.R. § 3.71.

The following evidentiary documents establish a chain of title from the original owner to the Assignee:

(complete one of the following)

- ☒ a copy of an Assignment attached hereto, which Assignment has been (or is herewith) forwarded to the Patent and Trademark Office for recording; or
- ☐ the Assignment recorded on _____ at reel __, frames __ - __.

Pursuant to 37 C.F.R. § 3.73(b) the undersigned Assignee hereby states that evidentiary documents have been reviewed and hereby certifies that, to the best of ASSIGNEE's knowledge and belief, title is in the identified ASSIGNEE.

Direct all correspondence and telephone calls to:

| | | | | | |
|---------|------------------------------------|-----------|----------------|-----|----------------|
| Name | Paul Davis | | | | |
| Address | Wilson Sonsini Goodrich and Rosati | | | | |
| Address | 650 Page Mill Road | | | | |
| City | Palo Alto | State | CA | Zip | 94304 |
| Country | USA | Telephone | (650) 493-9300 | Fax | (650) 493-6811 |

ASSIGNEE: THERMAGE, INC.

Name: *Kent R. Richardson*
 (Signature)

Name: KEITH L. MULLOWNERY
 (Typed)

Title: PRESIDENT

Date: 9/25/99

10036270 122001

SOLE TO CORPORATE ASSIGNMENT

WHEREAS, the undersigned, Edward W. Knowlton,
(hereinafter termed "Inventor"), having a residence at 5478 Blackhawk Drive,
City of Danville
County of Contra Costa,
State of California
has invented certain new and useful improvements in:

FLUID DELIVERY APPARATUS

and has executed a declaration or oath for an application for a United States patent disclosing and identifying the invention:

___ On the ___ day of _____, 1999;

Or

x Said application having Application Number 09/337,015 and filed on the 30th day of June, 1999.

WHEREAS Thermage, Inc. (hereinafter termed "Assignee"), a corporation of California, having a place of business at 101 Lackland Court, Alamo, California 94507, wishes to acquire the entire right, title and interest in and to said application and the invention disclosed therein, and in and to all embodiments of the invention, heretofore conceived, made or discovered by said Inventor (hereinafter termed "said invention"), and in and to any and all patents, certificates of invention and other forms of protection thereon (hereinafter termed "patents") applied for or granted in the United States and/or other countries.

NOW THEREFORE, for good and valuable consideration acknowledged by said Inventor to have been received in full from said Assignee:

1. Said Inventor does hereby sell, assign, transfer and convey to said Assignee, the entire right, title and interest (a) in and to said application and said invention; (b) in and to all rights to apply in any or all countries of the world for patents, certificates of inventions or other governmental grants on said invention, including the right to apply for patents pursuant to the International Convention for the Protection of Industrial Property or pursuant to any other convention, treaty, agreement or understanding; (c) in and to any and all applications filed and any and all patents, certificates of inventions or other governmental grants granted on said invention in the United States or any other country, including each and every application filed and each and every patent granted on any application which is a division, substitution, or continuation of any of said applications; (d) in and to each and every reissue or extension of any of said patents; and (e) in and to each and every patent claim resulting from a reexamination certificate for any and all of said patents.

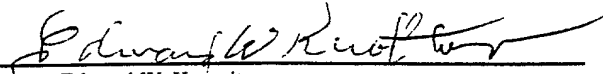
2. Said Inventor hereby covenants and agrees to cooperate with said Assignee to enable said Assignee to enjoy to the fullest extent the right, title and interest herein conveyed in the United States and other countries. Such cooperation by said Inventor shall include prompt production of pertinent facts and documents, giving of testimony, executing of petitions, oaths, specifications, declarations or other papers, and other assistance all to the extent deemed necessary or desirable by said Assignee (a) for perfecting in said Assignee the right, title and interest herein conveyed; (b) for complying with any duty of disclosure; (c) for prosecuting any of said applications; (d) for filing and prosecuting substitute, divisional, continuing or additional applications covering said invention; (e) for filing and prosecuting applications for reissue of any of said patents; (f) for interference or other priority proceedings involving said invention; and (g) for legal proceedings involving said invention and any applications therefor and any patents granted thereon, including without limitation opposition proceedings, cancellation proceedings, priority contests, public use proceedings, reexamination proceedings, compulsory licensing proceedings, infringement actions and court actions;

provided, however, that the expense incurred by said Inventor in providing such cooperation shall be paid for by said Assignee.

3. The terms and covenants of this Assignment shall inure to the benefit of said Assignee, its successors, assigns and other legal representatives, and shall be binding upon said Inventor, and his or her heirs, legal representatives and assigns.

4. Said Inventor hereby warrants and represents that the inventor has not entered and will not enter into any assignment, contract, or understanding in conflict herewith.

IN WITNESS WHEREOF, the said Inventor has executed and delivered this instrument to said Assignee on the date of acknowledgment before the Notary Public as given below.


Edward W. Knowlton

9.24

State of _____)

County of _____)

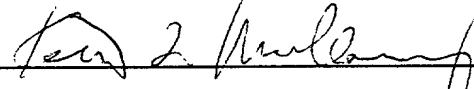
On _____ before me, _____, personally appeared _____, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature

10026870-12001

Under the Paperwork Reduction Act of 1995, no persons are required to respond to a collection of information unless it displays a valid OMB control number.

| | | |
|---|---|---------------------------------------|
| STATEMENT CLAIMING SMALL ENTITY STATUS (37 CFR 1.9(f) & 1.27(c)) --SMALL BUSINESS CONCERN | | Docket Number (Optional) 16904-739 |
| Applicant, Patentee, or Identifier: | Knowlton | |
| Application or Patent No.: | 09/337,015 | |
| Filed or Issued: | June 30, 1999 | |
| Title: | FLUID DELIVERY APPARATUS | |
| I hereby state that I am <input type="checkbox"/> the owner of the small business concern identified below <input checked="" type="checkbox"/> an official of the small business concern empowered to act on behalf of the concern identified below | | |
| NAME OF SMALL BUSINESS CONCERN | Thermage, Inc. | |
| ADDRESS OF SMALL BUSINESS CONCERN | 101 Lackland Court, Alamo, CA | |
| <p>I hereby state that the above identified small business concern qualifies as a small business concern as defined in 13 CFR Part 121 for purposes of paying reduced fees to the United States Patent and Trademark Office, in that the number of employees of the concern, including those if its affiliates, does not exceed 500 persons. For purposes of this statement (1) the number of employees of the business concern is the average over the previous fiscal year of the concern of the persons employed on a full-time, part-time, or temporary basis during each of the pay periods of the fiscal year, and (2) concerns are affiliates of each other when either, directly or indirectly, one concern controls or has the power to control the other, or a third party or parties controls or has the power to control both.</p> <p>I hereby state that rights under contract or law have been conveyed to and remain with the small business concern identified above with regard to the invention described in:</p> <p><input type="checkbox"/> the specification filed herewith with title as listed above <input checked="" type="checkbox"/> the application identified above <input type="checkbox"/> the patent identified above</p> <p>If the rights held by the above identified small business concern are not exclusive, each individual, concern, or organization having rights in the invention must file separate statements as to their status as small entities, and no rights to the invention are held by any person, other than the inventor, who would not qualify as an independent inventor under 37 CFR 1.9(c) if that person made the invention, or by any concern which would not qualify as a small business concern under 37 CFR 1.9(d), or a nonprofit organization under 37 CFR 1.9(e).</p> <p>Each person, concern, or organization having any rights in the invention is listed below:</p> <p><input checked="" type="checkbox"/> no such person, concern, or organization exists <input type="checkbox"/> each such person, concern, or organization is listed below.</p> | | |
| NAME OF SMALL BUSINESS CONCERN | | |
| ADDRESS OF SMALL BUSINESS CONCERN | | |
| <p>- Separate statements are required from each named person, concern or organization having rights to the invention stating their status as small entities (37 CFR 1.27)</p> <p>I acknowledge the duty to file, in this application or patent, notification of any change in status resulting in loss of entitlement to small entity status prior to paying, or at the time of paying, the earliest of the issue fee or any maintenance fee due after the date on which status as a small entity is no longer appropriate (37 CFR 1.28(b)).</p> | | |
| NAME OF PERSON SIGNING | Keith Mullowney | |
| TITLE OF PERSON IF OTHER THAN OWNER | President and CEO | |
| ADDRESS OF PERSON SIGNING | 101 Lackland Court, Alamo, CA | |
| SIGNATURE |  | DATE 9/25/99 |

Burden Hour Statement. This form is estimated to take 0.2 hours to complete. Time will vary depending upon the needs of the individual case. Any comments on the amount of time you are required to complete this form should be sent to the Chief Information Officer Patent and Trademark Office, Washington, DC 20231. DO NOT SEND FEES OR COMPLETED FORMS TO THIS ADDRESS. SEND TO: Assistant Commissioner for Patents, Washington, DC 20231.